

**THE
GREENBRIER
COMPANIES**

0700856028
The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

19400-D

November 13, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of Memorandum of Lease Agreement Rider No. 3 dated as of October 30, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of April 4, 1995, which was duly filed and recorded on May 8, 1995 and assigned Recordation Number 19400.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: Burlington Northern Railroad Company
3500 Continental Plaza
777 Main Street
Fort Worth, TX 76102

Mr. Vernon A. Williams

November 13, 1995

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A description of the railroad equipment covered by the enclosed document is:

Two (2) All-Purpose Maxi 3-Unit TOFC/COFC Double Stack railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 69998 and BN 69999.

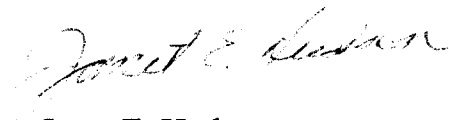
Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of April 4, 1995 with Rider No. 3 dated as of October 30, 1995 between Greenbrier Leasing Corporation, Lessor, and Burlington Northern Railroad Company, Lessee, covering two (2) All-Purpose Maxi 3-Unit TOFC/COFC Double Stack railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 69998 and BN 69999.

Sincerely,



Janet E. Hudson
Assistant to the
Executive Vice President

jeh
Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission
Washington, D.C. 20423-0001

11/17/95

Office Of The Secretary

Janet Hudson
The Greenbrier Companies
One Centerpointe Drive Ste. 200
Lake Oswego, Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/17/95 at 1140AM , and assigned recordation number(s). 10400-D.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100856028)

\$21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

19400-D
NOV 1 1995 AM

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")

APRIL 4, 1995

RIDER NO. 3 DATED AS OF OCTOBER 30, 1995

Memorandum of a Lease Agreement made and entered into as of April 4, 1995 with Rider No. 3 dated as of October 30, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor two (2) All-Purpose Maxi 3-Unit TOFC/COFC Double Stack railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered EN 69998 and BN 69999.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, E.U.P.

BURLINGTON NORTHERN RAILROAD COMPANY

By: Roger Simon

STATE OF OREGON
COUNTY OF CLACKAMAS

)
) ss.
)

On this 31st day of October, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

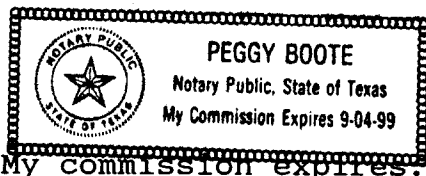
My commission expires: 5/28/98



STATE OF Texas
COUNTY OF Tarrant

)
) ss.
)

On this 2nd day of November, 1995, before me personally appeared Roger Simon, to me personally known, who being by me duly sworn, says that he is the Director of BURLINGTON NORTHERN RAILROAD COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



My commission expires:

Peggy Boote
NOTARY PUBLIC